

Certificate of Incorporation
of the
Indianapolis Water Company.

We, the undersigned J. Edward Kimbleton,
John M. Devison and E. Delavan Woodruff,
for the purpose of forming a Water Works
Corporation under and pursuant to the laws
of the State of Indiana and especially un-
der and pursuant to an act of the Gen-
eral Assembly of said State approved
on the fourth day of February, 1881, enti-
tled "An act in relation to the formation
of Water Works Companies by purchasers
of the property of pre-existing Water Works
Companies at judicial sales", do here by
certify as follows:

Whereas, a certain pre-existing Water
Works Company known as the Water Works
Company of Indianapolis, organized and
existing under an act of the General Assem-
bly of said State of Indiana, approved
March 6th, 1865, entitled "An act to au-
thorize the formation of companies for the
"construction of Water Works in and for in-
"corporated cities; to enable such cities to
"subscribe stock in such companies, and
"to issue and sell bonds for the payment

City of Indianapolis, Marion County and State of Indiana, more particularly described in the decree of foreclosure hereinafter mentioned, together with the rights, powers, privileges and franchises conferred upon it by the last aforesaid act:

And whereas, on the 9th day of June, 1870, said The Water Works Company of Indianapolis executed a mortgage on all its said property and franchises to William Henderson and James M. Ray, Trustees, to secure its certain corporate bonds therein described:

And whereas, afterwards to wit, on the 3^d day of June, 1873, it executed its certain other mortgage on its said property and franchises to the Valley Manufacturing Company, of Lockport, New York to secure its certain promissory notes therein described;

And whereas, afterwards, to wit, on the first day of August, 1874, it executed its certain other mortgage on a portion of the property and on the franchises aforesaid to William Henderson, trustee, to secure its certain other corporate bonds therein described:

And whereas afterwards, to wit,

mortgage last above mentioned to William
Anderson, Trustee, to secure its certain
other corporate bonds therein described;

And whereas, afterwards to wit, on
the 15th day of March, 1881, in a certain
cause pending in the Superior Court of
Marion County, State of Indiana, numbered
26,665 $\frac{1}{2}$, wherein said William Ander-
son, Trustee, was plaintiff and said The
Water Works Company of Indianapolis
and others were defendants, a final de-
cree was rendered by said Court fore-
closing all said mortgages and order-
ing all said mortgage premises to be
sold;

And whereas afterwards to wit, on
the 18th day of April, 1881, at a public judi-
cial sale of said mortgage premises
duly made under and pursuant to said
final decree, we, the undersigned, became
the purchasers of all said mortgage prem-
ises and franchises;

Now, therefore, we certify:

First, That the name and style of the cor-
poration hereby formed is the Indianapolis
Water Company.

Second: That the number of its directors shall
be thirteen.

New, Ingham, Fletcher, Albert Baker, John H. Langdon,
C. Heckman & C. P. Hards,
are appointed as the first directors of the corpor-
ation to serve as such until the 25th day of
May 1851

Fourth: That the amount of the capital stock of
said corporation shall be Five hundred thousand
dollars divided into ten thousand shares of
fifty dollars each.

Fifth: The City in and near which said
corporation proposes to operate is the City
of Indianapolis in the County of Marion and
State of Indiana.

Done at said City of Indianapolis
this 27th day of April Eighteen
Hundred and Eighty One.

J. Edgar
- Geo. J. C. Jones
C. G.

State of New York
Cayuga County
Doit remembered that on the 21st day of April
1851, personally came before me the undersigned Justice of the
Peace and of said County, the within named persons, who
to me declared that they were the authors of the within
instrument and that they were duly qualified to execute the same.

filed date
in the
County
of
Cayuga

at the
County
of
Cayuga

State of Indiana
Marion County, Ind.

Be it remembered that on this 23rd day of ~~April~~ April 1881 personally came before the undersigned Notary Public in and for said County John Denison and T. Edward Hambleton two of the persons whose signatures appear signed to the foregoing certificate of incorporation and duly and severally acknowledged the execution thereof for the purposes therein mentioned.

Witness my hand and Notarial Seal this 23rd day of April last written
Merrill Moore
Notary Public.



FILED
APRIL 23, 1881
E. R. Hawn
Secy. of State

FILED

DEC 5 1908

[Handwritten signature]

PERIOD OF EXISTENCE OF

INDIANAPOLIS WATER COMPANY.

oOo

"Regular Annual Meeting Of The Stockholders Of The
Indianapolis Water Company.

Indianapolis, Indiana, April 30, 1908.

The Stockholders of the INDIANAPOLIS WATER COMPANY, a corporation of Marion County, Indiana, convened on this 30th day of April, 1908, at three P. M., at the office of the Company in Monument Place, in Indianapolis, Indiana, in regular annual session pursuant to its By-Laws and to published notice duly and legally given.

Mr. E. P. Kimball was, by consent of all stockholders present, made Chairman of this meeting, and, in like manner, Mr. H. McK. Landon was made Secretary thereof.

The Chairman caused the Secretary to call the roll of stockholders to ascertain how many shares of the Company's outstanding 10,000 shares of stock are represented at this meeting; whereupon it appeared that the following named stockholders are present or duly and legally represented, and that they own shares as follows, to-wit:-

C. H. Payson -----	2477 shares
E. P. Kimball -----	2586 shares
C. S. Andrews -----	81 shares
H. McK. Landon -----	1143 shares
Edward Daniels -----	1 share
L. C. Boyd -----	2005 shares
G. W. Landon -----	1 share
E. R. Payson -----	1300 shares
E. T. Kimball -----	320 shares
Albert Baker -----	14 shares
F. A. W. Davis -----	51 shares
TOTAL PRESENT - - - - -	9979 shares
TOTAL ABSENT - - - - -	21 shares

Thereupon the stockholders, by unanimous consent, proceeded with the election of Directors for the coming year. The election was by ballot, and the ballots having been cast, canvassed and counted, it appeared, and was so declared by the chair, that 9979 shares of the Company's 10,000 shares of capital stock, being all the shares present, or represented, had voted for the following named persons for the office of Director in this Company, viz:-

E.P.Kimball	:	C.H.Payson	.	Herbert Payson
Edward Daniels		E.T.Kimball		L.C.Royd
Albert Baker		E.R.Payson		George W.Landon
V.T.Malott		C.S.Andrews		F.A.W.Davis

and H.McK.Landon;

and the Chairman then declared that the persons above named had, respectively, received the unanimous vote of all of the stockholders present for the office of director, and that they are the directors of this Company to serve until the next annual meeting of its stockholders, or until their respective successors shall be elected.

The subject of the duration of this Company's term of corporate existence was discussed by the stockholders, and after it had been duly considered, upon the motion of Mr. C. H. Payson, and the second of Mr. Albert Baker, the resolution next following was put before the meeting for its action. The resolution is as follows:-

"Inasmuch as The Water Works Company of Indianapolis was incorporated in 1869 under and by virtue of an Act of the General Assembly of Indiana, of March 6, 1865 (Acts of 1865, page 103) entitled "An Act to authorize the formation of Companies for the construction of water works in and for incorporated cities; to enable such cities to subscribe stock in such Companies, and to issue and sell bonds for the payment thereof," and by its Articles of Association the term of its corporate life was expressed to be fifty (50) years from the date of the filing thereof, viz: fifty (50) years from October 7, 1869. And inasmuch as

the present Company, the Indianapolis Water Company, acquired all the property and rights of The Water Works Company of Indianapolis from the purchasers thereof, the incorporators of this present Company, who acquired the same at a judicial sale of such property and rights; and the Indianapolis Water Company was on the 23rd day of April, 1881, incorporated, by such judicial-sale purchasers, in pursuance of the Statute of Indiana, approved February 4, 1881, entitled "An Act in relation to the Formation of Water Works Companies by purchasers of the property of pre-existing water works companies at judicial sales"(Acts of 1881, page 60), but in its Articles of Association and of incorporation no time was named as the period of this, the Indianapolis Water Company's, corporate life; and

Whereas, it is believed by some that the Indianapolis Water Company has perpetual corporate existence, and by some that its term of existence will end at the expiration of fifty (50) years from the date of its own incorporation, and by some that its term will end fifty years from the date of the incorporation of The Water Works Company of Indianapolis to whose property and rights it has, in the manner above stated, succeeded; and

Whereas, it is, in the opinion of the stockholders, for the best interests of this Company, that this important matter should be freed of any possible doubt and that the term of the corporate life of the Company should, in the methods provided by the law, be made certain and definite:

It is, therefore, by the Stockholders of the Indianapolis Water Company, in regular annual meeting, RESOLVED, That it is desirable that the period of corporate life of this Company shall be legally and unequivocally established, and, that, to the end that it may be thus established, this Company now declares that it accepts the several provisions of the Act of the General Assembly of the State of Indiana, approved March 9, 1907 (Acts of 1907, page 324, et. seq.), entitled: "An Act Concerning corporations other than Municipal and Common Carrier Corporations."

And, be it further resolved, that agreeably to the provisions of that act this Company now defines the period of its corporate life to be until the fifteenth (15th) day of April, A. D., One thousand nine hundred and fifty-eight (1958), even though, in the absence of this present declaration and action, its corporate life would, under the laws, be perpetual; and that, if the term of its corporate existence would expire, under the law, before said April 15th, 1958, had this present action not been taken, then, and in that event, this Company, agreeably to the provisions of said statute of 1907, now extends the term of its corporate life from a day one day earlier than the date of such expiration by law to the said fifteenth (15th) day of April, A. D., One thousand nine hundred and fifty-eight (1958).

And be it further resolved that this resolution be laid before the newly elected Board of Directors of the Company for their action thereon, agreeably to the provisions of the said Act of 1907.

The roll of the stockholders was, by order of the Chairman, called for their votes upon the adoption of the foregoing resolution and the following stockholders and the following shares of stock voted that the resolution do pass, to-wit:-

C. H. Payson -----	2477 shares
E. P. Kimball -----	2586 shares
C. S. Andrews -----	81 shares
H. McK. Landon -----	1143 shares
Edward Daniels -----	1 share
L. C. Boyd -----	2005 shares
G. W. Landon -----	1 share
E. R. Payson -----	1300 shares
E. T. Kimball -----	320 shares
Albert Baker -----	14 shares
F. A. W. Davis -----	<u>51</u> shares

Voting that the resolution do pass 9979 shares,
being more than four-fifths (4/5) of the Company's

10,000 or total shares outstanding; and no share or shares voted against the adoption of the resolution. The Chairman thereupon announced and declared the resolution adopted by the affirmative vote of nine thousand nine hundred seventy-nine (9979) shares of the Company's capital stock, and that it is adopted by the favoring vote of more than four-fifths (4/5) of all of the Company's 10,000 shares, its outstanding stock; and that the corporate life of this Company is established to continue until the fifteenth (15th) day of April, A. D., One thousand nine hundred and fifty-eight (1958), all as provided and declared in the foregoing resolution:

Thereupon the following resolution was unanimously adopted, viz:- "that when this meeting shall adjourn, it shall adjourn to reconvene on the 30th day of April, 1908, at the hour of 4:30 P. M., at the same place, and that all other business proper to come before the stockholders at their annual meeting be laid over to be taken up and disposed of at that adjourned session of this meeting and that to enable the Directors to meet at once to take action on the subject of the period of the Company's existence, the meeting is declared now adjourned."

"DIRECTOR'S MEETING.

Indianapolis, Indiana, April 30, 1908,
4 o'clock, P. M.

On this 30th day of April, 1908, the Board of Directors of the Indianapolis Water Company met at the Company's office in regular session, at the hour of 4 o'clock P. M. of said day, immediately upon the adjournment of the

Stockholders Meeting. There were present the following named directors: C. S. Andrews, Albert Baker, L. C. Boyd, Edward Daniels, F. A. W. Davis, E. P. Kimball, E. T. Kimball, G. W. Landon, H. McK. Landon, C. H. Payson and E. R. Payson, being more than a quorum and more than a majority of said Board.

On motion duly made and seconded, Mr. E. P. Kimball was chosen Chairman and Mr. H. McK. Landon, Secretary of the meeting.

The Chairman announced that the first business before the directors was the election of officers for the ensuing year, and that nominations were in order.

Thereupon the following nominations were made:

For President,	F. A. W. Davis
For Vice-President,	L. C. Boyd
For Secretary,	H. McK. Landon
For Treasurer,	F. A. W. Davis.

There being no further nominations, the Secretary of the meeting was instructed, on motion of Mr. C. H. Payson, seconded by Mr. G. W. Landon, to cast the unanimous vote of those present for the gentlemen nominated for the offices set opposite their respective names.

The Secretary having reported that he had so cast the ballot of the directors for each of those nominated, the Chairman thereupon declared these gentlemen duly elected to serve as the officers of the Company during the ensuing year, or until their successors shall be properly elected. The various gentlemen elected being present, signified their acceptance of the election and at once entered upon the discharge of the duties of the respective offices to which they had been chosen.

The President then laid before the meeting the preamble and resolution of the stockholders adopted at their annual meeting on this day held and adjourned immediately before the convening of this Board, concerning the defining of the period of this Company's corporate existence pursuant to Act of the General Assembly of the State of Indiana in said preamble and resolution referred to, which preamble and resolution appear in this minute book at pages 57 and 58, and read as follows:

“Inasmuch as The Water Works Company of Indianapolis was incorporated in 1869 under and by virtue of an Act of the General Assembly of Indiana, of March 6, 1865 (Acts of 1865, page 103) entitled "An Act to authorize the formation of Companies for the construction of water works in and for incorporated cities; to enable such cities to subscribe stock in such Companies, and to issue and sell bonds for the payment thereof," and by its Articles of Association the term of its corporate life was expressed to be fifty (50) years from the date of the filing thereof, viz: fifty (50) years from October 7, 1869. And inasmuch as the present Company, the Indianapolis Water Company, acquired all the property and rights of The Water Works Company of Indianapolis from the purchasers thereof, the incorporators of this present Company, who acquired the same at a judicial sale of such property and rights; and the Indianapolis Water Company was on the 23rd day of April, 1881, incorporated, by such judicial-sale purchasers, in pursuance of the Statute of Indiana, approved February 4, 1881, entitled "An Act in relation to the Formation of Water Works Companies by purchasers of the property of pre-existing water works companies at judicial sales"(Acts of 1881, page 60), but in its Articles of Association and of incorporation no time was named as the period of this, the Indianapolis Water Company's corporate life; and

“Whereas, it is believed by some that the Indianapolis Water Company has perpetual corporate existence, and by some that its term of existence will end at the expiration of fifty (50) years from the date of its own incorporation, and by some that its term will end fifty years from the date of the incorporation of The Water Works Company of Indianapolis to whose property and rights it has, in the manner above stated, succeeded; and

“Whereas, it is, in the opinion of the stockholders, for the best interests of this Company, that this important matter should be freed of any possible doubt and that the term of the corporate life of the Company should, in the methods provided by the law, be made certain and definite:

“It is, therefore, by the stockholders of the Indianapolis Water Company, in regular annual meeting, Resolved, That it is desirable that the period of corporate life of this Company shall be legally and unequivocally established, and, that, to the end that it may be thus established, this Company now declares that it accepts the several provisions of the Act of the General Assembly of the State of Indiana, approved March 9, 1907 (Acts of 1907, page 324, et. seq.), entitled: "An Act Concerning Corporations other than Municipal and Common Carrier Corporations."

“And, be it further resolved, That agreeably to the provisions of that act this Company now defines the period of its corporate life to be until the fifteenth (15th) day of April, A. D., One thousand nine hundred and fifty-eight (1958), even though, in the absence of this present declaration and action, its corporate life would, under the laws, be perpetual; and that, if the term of its corporate existence would expire, under the law, before said April 15th, 1958, had this present action not been taken, then, and in that event, this Company, agreeably to the provisions of said statute of 1907, now extends the term of its corporate life from a day one day earlier than the date of such expiration by law to the said fifteenth (15th) day of April, A. D., One thousand nine hundred and fifty-eight (1958).

“And be it further resolved, That this resolution be laid before the newly elected Board of Directors of the Company for their action thereon, agreeably to the provisions of the said Act of 1907.”

And thereupon the following resolution was offered and its passage moved by Mr. C. H. Payson and seconded by Mr. Albert Baker, namely: “Resolved that the Board of Directors of the Indianapolis Water Company hereby ratifies and approves the action of this Company's stockholders at their regular annual meeting held today, concerning the defining of the term and period of this Company's corporate existence, conformably with the provisions of the Act of the General Assembly of the State of Indiana, authorizing such

action on the part of corporations other than Municipal and Common Carrier Corporations, Approved March 9th, 1907, and set out on pages 324, 325, 326, 327, 328 and 329 of the 1907 Acts of said General Assembly, and adopts, ratifies and approves and hereby makes its own the said Resolution on that subject, set out in the minutes of said stockholders meeting, held today, and also hereinabove set out in these minutes of this meeting of this Board of Directors: said Resolution was put upon its passage, and the following named directors voted in favor of the passage thereof, to-wit: E. P. Kimball, Charles H. Payson, E. R. Payson, Charles S. Andrews, F. A. W. Davis, George W. Landon, Albert Baker, L. C. Boyd, Edward Daniels, E. T. Kimball and H. McK. Landon, being all the directors present and being a total of eleven out of the full number of thirteen directors of said Company, and constituting more than a majority of the members of the full board of directors of said Company, and no director voted against the passage of said resolution, and thereupon the Chairman declared that the said resolution had been adopted and that it had been adopted by the affirmative votes of more than a majority of the members of the full board of directors of this Company.

There being no further business to be transacted at this time by the directors, the meeting, upon motion duly seconded, did then adjourn."

CERTIFICATE.

Office of the Indianapolis Water Company,
Indianapolis, Indiana, December 5, 1908.

We, the undersigned, F. A. W. Davis, President, and Hugh McK. Landon, Secretary, of the Indianapolis Water Company, a corporation, organized under and by virtue of the laws of the State of Indiana, and having its principal place of business in Marion County, in said State, do hereby certify that the regular annual meeting of the Stockholders of said Company occurred and was held at the hour of three o'clock P. M., on the 30th day of April, 1908; that the said Company has no preferred stock, but has common capital stock in the amount of ten thousand (10,000) shares and no more, of the par value of fifty (\$50.) dollars a share and of the aggregate value of five hundred thousand (\$500,000.) dollars, and that the owners of Nine thousand, nine hundred and seventy-nine (9979) shares of said 10,000 shares were present in person, or by duly and legally appointed proxies, at said annual meeting, and voted thereat;

That in the course of the proceedings of said meeting action was taken by the stockholders looking to the defining and making more certain the period of the corporate existence of the said Indianapolis Water Company and full and true minutes thereof were made by said H. McK. Landon, the Secretary of said meeting and such minutes were duly entered and now at large appear in the minute-book of the said Indianapolis Water Company, and we hereby declare and certify that the above is a full and exact copy of all of the minutes of said meeting and truthfully shows all that was done thereat:

We further certify that on said day the said stockholders' meeting took an adjournment at the hour of 4:00 P.M., of said day, until the hour of 4:30 P.M., of said day to allow the Directors of said Company to convene and take ac-

tion on said subject of the duration of the corporate life of said Company; that the directors met at the hour of four P.M. of said day and at said meeting considered, approved and ratified the resolutions of the stockholders of the same date on that subject; that the said H. McK. Landon, as Secretary of said meeting and of said Company, kept full and true minutes thereof, and such minutes were duly entered and now at large appear in the minute book of the said Indianapolis Water Company, and we further hereby certify that the above paper contains also a full and exact copy of all of the minutes of said Directors' meeting, and truthfully shows all that was done at said meeting:

Witness our hands and the corporate seal of said Indianapolis Water Company:

Done at Indianapolis this 27th day of December, 1908.

H. McK. Landon
President.

ATTEST:

H. McK. Landon
Secretary.

H. McK. Landon
Secretary.

AFFIDAVIT.

STATE OF INDIANA)

) SS:

MARION COUNTY)

F. A. W. Davis and *Hugh McK. Landon*

being first sworn on their respective oaths depose and say: That the said F. A. W. Davis and the said Hugh McK. Landon, are, respectively, President and Secretary of the Indianapolis Water Company, a corporation organized and existing under and by virtue of the laws of the State of Indiana, whose principal place of business is in the City of Indianapolis, in said State:

Affiants further say that they both attended the regular annual meeting of the stockholders of said Indianapolis Water Company, which convened and was held at the hour of three P. M., on the 30th day of April, 1908, and that they both also attended a meeting of the Board of Directors of said Company, which occurred during a recess of said stockholders' meeting and which was convened and held at four P.M., of said day; affiants further say that there were present, either in person or by duly appointed proxies, at said meeting of stockholders, the owners of Nine thousand, nine hundred and seventy-nine (9979) shares of the total of ten thousand (10,000) shares of the capital stock of said Indianapolis Water Company, and that the owners of twenty-one (21) shares, and no more, out of said ten thousand (10,000) shares were absent and that every share of said nine thousand, nine hundred and seventy-nine (9979) shares so present voted on all business considered at said meeting of the stockholders:

Affiants further say that the stockholders at their said meeting by resolutions respecting the period

or duration of the corporate life of said Indianapolis Water Company, and that every share holder present or represented, as aforesaid, at said meeting, voted for the passage of the resolutions on that subject that were passed, and no share of stock present or so represented voted against said resolution:

Affiants further say that more than ten (10) days have elapsed since said stockholders' meeting and that no stockholder of the said Indianapolis Water Company has, up to this 5th day of December, 1908, expressed any dissatisfaction with, or disapproval of, anything that was done at said meeting, and no stockholder of said Company has given the Company notice valuing his shares in said Company, or taken any other step looking to the appraisal of his shares in said Company, either according to the provisions of an Act of the State of Indiana, of March 9, 1907, on that subject, nor in any other manner, and as affiants verily believe every stockholder of said Company approved said action at the time it was taken and still approves the same:

Affiants further say that they are both thoroughly conversant with the business and affairs of the said Indianapolis Water Company, and that said Company has no debt or liability the date of whose maturity is as late as the fifteenth (15th) day of April, Nineteen hundred and fifty-eight (1958).

The said two affiants also, on their oaths, say: That the full Board of Directors of the Indianapolis Water Company consists of thirteen (13) members, that the paper to which this affidavit is attached, purporting to be a copy of the minutes of said stockholders' meeting and of said directors' meeting, respectively, contains a full and exact copy of the minutes of those meetings, and that such minutes, as so copied and attached hereto, faithfully and truthfully record what was done, and all that was done, at said two meetings, the persons present and those absent,

and the action and vote of each of said meetings and of each person who was present at said meetings, or at either of them, on the various resolutions and other business transacted or considered thereat.

F. A. W. Davis

H. McK. Landon

Subscribed and sworn to by the above named affiants, F. A. W. Davis, and H. McK. Landon, before me this 5th day of December, 1908.

Witness my hand and Notarial seal the day and year last written. My commission will expire on the 19th day of January, 1910.

Elmer K. Stout

Notary Public, Marion
County, Indiana.

FILED
DEC 5, 1908
Fred A. Sims
Sec'y of State

FILED

NOV 9 - 1910

W. H. S. S. S.

Indianapolis, Indiana,

November 4, 1910.

ADJOURNED SESSION OF THE REGULAR ANNUAL MEETING OF
THE STOCKHOLDERS OF INDIANAPOLIS WATER COMPANY.

The stockholders of the Indianapolis Water Company, a corporation of Marion County, Indiana, reconvened, in adjourned session of their 1910 Annual Meeting, on this 4th day of November, 1910, at 2:00 P.M., at the office of the company in Monument Place, Indianapolis, Indiana, in pursuance of the adjourning order entered by them at the adjourned session of their Annual Meeting held at the same place on the 12th day of May, 1910; such adjourning order, as recorded in the Minutes of that meeting at page 111 of the Minute Book, reads as follows:-

"Mr. Landon also brought to the attention of the Stockholders the question of the increase in the capital stock of the company. Considerable discussion was given to this matter, when it became evident that the time was lacking for the full and sufficient discussion of a matter of such importance, and by reason of this fact, it was moved by Mr. Baker that this Stockholders' Meeting, when it adjourns, do adjourn to an adjourned session of the Annual Meeting of the Stockholders to reconvene at 2:00 P.M. on Friday, the 4th day of November, 1910, at the same place, and that the matter of the increase of the capital stock and all other business proper to be considered at this Stockholders' Meeting be laid over to that time, and that the meeting do now adjourn, which motion was duly seconded and passed by a unanimous vote."

Mr. L. C. Boyd, chairman of the meeting of which this is an adjourned session, continued in the chair, and Mr. F. C. Jordan, secretary of that meeting, continued to act as secretary.

The chair caused the secretary to call the roll of stockholders to ascertain how many shares of the company's outstanding Ten Thousand (10,000) shares of common stock are represented at this meeting; whereupon it appeared that all of the

stockholders of the company owning all of its Ten Thousand (10,000) shares of common stock were present or duly and legally represented,

viz;

Gertrude M. Langdon, Estate of
Albert Baker
E. P. Kimball, Estate of
Charles H. Payson
E. R. Payson
V. T. Malott, Trustee
S. M. Landon
H. McK. Landon
Herbert Payson
W. F. Thayer, Pres.
Edward Daniels
Edward T. Kimball
L. C. Boyd
Geo. W. Landon
H. McK. Landon, Treas.
Thos. C. Howe
S. L. Searles
F. C. Jordan
Geo. Barclay Moffat
Alexander M. White
Francis M. Weld
Dorothy C. P. Clark
Henry Eitel

Thereupon the stockholders, by unanimous consent, took up for further consideration the matter of an increase in the amount of the company's authorized common capital stock, left over for such further consideration under the adjourning order at the Annual Meeting of 1910, and at the adjourned session thereof;

After a full and general discussion and consideration of the subject, Mr. H. McK. Landon offered, and Mr. Herbert Payson seconded, the following resolution:

"WHEREAS, it is, in the opinion of the stockholders of the Indianapolis Water Company, for the best interests of the company that its common capital stock, which is now Five Hundred Thousand Dollars (\$500,000.) and is divided into Ten Thousand (10,000) shares of Fifty Dollars (\$50.00) each, as created at time of organization in 1881, all of which has been fully paid up and is outstanding, -it having no preferred stock- should be


increased, and that such increase should be effected by the issue, under the direction of the company's Board of Directors, and agreeably to the provisions of an Act of the General Assembly of the State of Indiana, approved March 9, 1907 (Session Laws 1907 page 324) of Ninety Thousand (90,000) additional shares of the par value of Fifty Dollars (\$50.00) per share, thus increasing the company's common capital stock from Five Hundred Thousand Dollars (\$500,000.) to Five Million Dollars (\$5,000,000.), and that such new shares may be subscribed for and the certificates therefor may be issued by the company, subject to all limitations applicable to the issue of the company's original stock:

"THEREFORE, BE IT RESOLVED, That the common capital stock of the Indianapolis Water Company be and is hereby so increased from Five Hundred Thousand Dollars (\$500,000.) to Five Million Dollars (\$5,000,000.), and the common capital stock of the company is now made Five Million Dollars (\$5,000,000.), divided into One Hundred Thousand (100,000) shares of Fifty Dollars (\$50.00) each, par value; And that this company now hereby declares that it accepts, and it does in fact hereby accept, all of the terms of said Statute of Indiana approved March 9, 1907, and published in the Session Laws of 1907, at page 324, and entitled: "An Act concerning corporations other than Municipal and Common Carrier Corporations," and hereby declares that this action taken to so increase the company's common capital stock is taken in pursuance of said statute:

"And be it further resolved, That this resolution be laid before the company's Board of Directors for their action thereon, agreeably to said statute of 1907, at the meeting of the Board which has been duly called for 4:00 o'clock P.M. this 4th day of November, 1910."

The roll of the stockholders was by order of the chairman called for their votes upon the adoption of the foregoing resolutions, and the owners of all of the company's Ten Thousand (10,000) shares of stock voted that the resolutions do pass, and no stockholders, and no share of stock, voted that the same do not pass. The chairman then announced and declared the resolutions adopted by the affirmative favoring vote of Ten Thousand (10,000) shares of the company's capital stock, and that they are adopted by the favoring vote of more than four-fifths (4/5) of all of the company's Ten Thousand (10,000) shares, the whole amount of its outstanding stock, and that the company's common capital stock is now increased from Five Hundred Thousand Dollars (\$500,000.), or Ten Thousand (10,000) shares of Fifty Dollars (\$50.00) each, to Five Million Dollars (\$5,000,000.), or One Hundred Thousand (100,000) shares of Fifty Dollars (\$50.00) each, all as provided and declared in the resolutions so adopted.

Thereupon upon motion duly made and unanimously adopted, the annual Stockholders' meeting did adjourn.


Secretary.


Chairman.

Indianapolis, Indiana,

November 4, 1910.

DIRECTORS' MEETING.

The Board of Directors of the Indianapolis Water Company, in pursuance of notice by the President duly and legally given, met at the company's office in Monument Place, Indianapolis, Indiana, on this 4th day of November, 1910, at the hour of 4:00 o'clock P.M. and immediately upon the adjournment of the meeting of the stockholders:

President L. C. Boyd in the chair: There were present directors L. C. Boyd, H. McK. Landon, Geo. W. Landon, Albert Baker, Edward Daniels, Thos. C. Howe, E. R. Payson, Herbert Payson, and Henry Eitel, of the thirteen directors constituting the full board, and there were absent directors G. S. Andrews, who on July 6, 1910, resigned, and whose place has not been filled, and C. H. Payson, E. T. Kimball and V. T. Malott, all of them having sent word they could not be here at this time, but asking that the meeting proceed in their absence to act on the increase of the company's stock.

The President laid before the meeting a resolution of the company's stockholders adopted at the stockholders' meeting today, and an extract from their Minutes concerning an increase of the company's capital stock:

Thereupon Mr. Herbert Payson offered, and Mr. H. McK. Landon seconded, the following resolution:

"That the Board of Directors of the Indianapolis Water Company has read and considered the resolutions of the company's stockholders adopted at their meeting of this 4th

day of November, 1910, and the extract from the Stockholders' Minutes in that behalf, all relating to an increase of the company's capital stock, such resolutions and extract being as follows:-

"WHEREAS, it is, in the opinion of the stockholders of the Indianapolis Water Company, for the best interests of the company that its common capital stock, which is now Five Hundred Thousand Dollars (\$500,000.) and is divided into Ten Thousand (10,000) shares of Fifty Dollars (\$50.00) each, as created at time of organization in 1881, all of which has been fully paid up and is outstanding, -it having no preferred stock- should be increased, and that such increase should be effected by the issue, under the direction of the company's Board of Directors, and agreeably to the provisions of an Act of the General Assembly of the State of Indiana, approved March 9, 1907 (Session Laws 1907 page 324), of Ninety Thousand (90,000) additional shares of the par value of Fifty Dollars (\$50.00) per share, thus increasing the company's common capital stock from Five Hundred Thousand Dollars (\$500,000.) to Five Million Dollars (\$5,000,000.), and that such new shares may be subscribed for and the certificates therefor may be issued by the company, subject to all limitations applicable to the issue of the company's original stock;

"THEREFORE, BE IT RESOLVED, That the common capital stock of the Indianapolis Water Company be and is hereby so increased from Five Hundred Thousand Dollars (\$500,000.) to Five Million Dollars (\$5,000,000.), and the common capital stock of the company is now made Five Million Dollars (\$5,000,000.), divided into One Hundred Thousand (100,000) shares of Fifty Dollars (\$50.00) each, par value; And that this company now hereby declares that it accepts, and it does in fact hereby accept, all of the terms of said Statute of Indiana approved March 9, 1907, and published in the Session Laws of 1907, at page 324, and entitled: "An Act concerning corporations other than Municipal and Common Carrier Corporations," and hereby declares that this action taken to so increase the company's common capital stock is taken in pursuance of said Statute:

"AND BE IT FURTHER RESOLVED, That this resolution be laid before the company's Board of Directors for their action thereon, agreeably to said statute of 1907, at the meeting of the Board which has been duly called for 4:00 o'clock P.M. this 4th day of November, 1910."

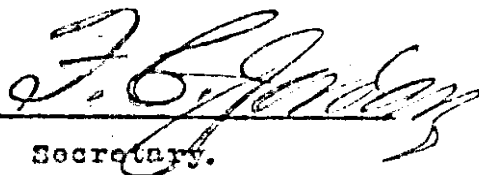
"The roll of the stockholders was by order of the chairman called for their votes upon the adoption of the foregoing resolutions, and the owners of all of the company's Ten Thousand (10,000) shares of stock

voted that the resolutions do pass, and no stockholder, and no share of stock, voted that the same do not pass. The chairman then announced and declared the resolutions adopted by the affirmative favoring vote of Ten Thousand (10,000) shares of the company's capital stock, and that they are adopted by the favoring vote of more than four-fifths (4/5) of all of the company's Ten Thousand (10,000) shares, the whole amount of its outstanding stock, and that the company's common capital stock is now increased from Five Hundred Thousand Dollars (\$500,000.), or Ten Thousand (10,000) shares of Fifty Dollars (\$50.00) each, to Five Million Dollars (\$5,000,000.), or One Hundred Thousand (100,000) shares of Fifty Dollars (\$50.00) each, all as provided and declared in the resolutions so adopted."

"NOW BE IT RESOLVED, That the Board of Directors of the Indianapolis Water Company hereby ratifies and approves the action of the stockholders as taken in their resolutions, of which the foregoing is a copy, and the officers of the company are hereby directed to take such steps as may be necessary under the Indiana Statute of March 9, 1907, referred to in said resolutions, to have the said action of the stockholders and the ratification thereof by this board made a matter of record in the office of the Secretary of State of Indiana, and of the Recorder of Marion County, Indiana."

Which resolution was adopted by the favoring vote of all of the nine (9) directors present, and no director voted against it. Thereupon the President declared the resolution unanimously adopted by the favoring vote of more than a majority of the full board.

On motion, the meeting did then adjourn.


Secretary.


President.

C E R T I F I C A T E

Office of the Indianapolis Water Company,

Indianapolis, Indiana,

November 7, 1910.

We, the undersigned, I. C. Boyd, President, and E. C. Jordan, Secretary, of the Indianapolis Water Company, a corporation organized under and by virtue of the laws of the State of Indiana, and having its principal place of business in Marion County, Indiana, do hereby certify that the regular annual meeting of the stockholders of the company occurred and was held at the proper time in 1910, and that by proper adjournment orders entered in the Minutes, the further sessions of said meeting were adjourned to November 4, 1910, as shown in the Minutes of the session of said last named date: That the said company has no preferred stock, but has common capital stock in the amount of Ten Thousand (10,000) shares, and no more, each of the par value of Fifty Dollars (\$50.00) and of the aggregate par value of Five Hundred Thousand Dollars (\$500,000.); that the owners of all of the Ten Thousand (10,000) shares, being the entire capital stock of the company, were present in person, or by duly and legally appointed proxies, at the adjourned session, held November 4, 1910, of the annual stockholders' meeting of 1910, of said company, and they all voted thereat:

That in the course of the proceedings of said session of November 4, 1910, action was taken by the stockholders looking to an increase of the company's common capital stock, and full and true minutes thereof were made by E. C. Jordan,

the secretary of said meeting, and such Minutes were duly entered, and now at large appear in the Minute Book of the said Indianapolis Water Company, and we hereby declare and certify that the above and foregoing is a full and exact copy of all of the minutes of said meeting, and truthfully shows all that was done thereat:

We further certify that the directors of the company met at the hour of 4:00 P.M. of said 4th day of November, 1910, and at said meeting considered, approved and ratified the resolutions of the stockholders of the same date on the subject of increasing the company's capital stock; that the said F. C. Jordan, as secretary of said meeting, and of said company, kept full and true Minutes thereof, and such minutes were duly entered and now at large appear in the Minute Book of the said Indianapolis Water Company, and we further certify that the above and foregoing paper contains also a full and exact copy of all of the Minutes of said Directors' Meeting, and truthfully shows all that was done at said meeting.

Witness our hands and the corporate seal of said Indianapolis Water Company.

Done at Indianapolis this 7th day of November, 1910.

J. C. Meyer
President.

F. C. Jordan
Secretary.

Attest:

F. C. Jordan
Secretary.

A F F I D A V I T

STATE OF INDIANA)
MARION COUNTY) SS:

L. C. Boyd and F. C. Jordan, being first duly sworn on their respective oaths, depose and say: That the said L. C. Boyd and the said F. C. Jordan are respectively, President and Secretary of the Indianapolis Water Company, a corporation organized and existing under and by virtue of the laws of the State of Indiana, whose principal place of business is in the City of Indianapolis, in said State;

Affiants further say that they both attended the regular annual meeting of the stockholders of said company for the year 1910, and the adjourned sessions thereof, including the session of November 4, 1910, and that they both attended the meeting of the Board of Directors of said Company, which occurred after the adjournment of said stockholders' meeting of November 4, 1910, and which Directors' meeting was convened and held at the hour of 4:00 P.M. of said day: Affiants further say that there were present, either in person or by duly appointed proxies, at said meeting of stockholders of November 4, 1910, the owners of the entire capital stock of the company, viz: the owners of Ten Thousand (10,000) shares, and that the owner of no share of said Ten Thousand (10,000) shares was absent, and that every share of said Ten Thousand (10,000) shares, so present, voted on all business considered at said meeting of the stockholders:

Affiants further say that the stockholders took action at their said meeting of November 4, 1910, by resolutions respecting an increase of the common capital stock of said Indianapolis Water Company, and that every shareholder, present or

represented at said meeting as aforesaid, voted in favor of the passage of the resolutions on that subject that were passed, and no share of stock present or represented voted against said resolutions:

Affiants further say, on their oaths, that the Board of Directors of said Indianapolis Water Company consists of thirteen (13) members when full, and now of twelve (12) members, - Mr. C. S. Andrews having resigned and his place not yet filled, - that the paper to which this affidavit is attached, purporting to be a copy of the Minutes of said stockholders' meeting of November 4, 1910, and of said directors' meeting of the same day, respectively, contains a full and exact copy of the Minutes of those meetings, and that such Minutes, as so copied and attached hereto, faithfully and truthfully record what was done, and all that was done, at said two meetings, the persons present and those absent, and the action and vote of each of said meetings and of each person who was present at said meetings, or at either of them, on the various resolutions and other business transacted or considered thereat.

L. C. Boyd
F. C. Jordan

Subscribed and sworn to by the above named L. C. Boyd and F. C. Jordan before me this 17th day of November, 1910.

Witness my hand and Notarial seal the day and year last written. My commission will expire on the 8th day of February, 1914.

Elmer W. Stout
Notary Public
Marion County, Indiana.

FILED
NOV 9, 1910
Fred A. Sims
Sec'y of State

FILED

JUN 25 1920

Ed Jackson
Secretary of State

FILED
JUN 25, 1920
Ed Jackson
Secretary of State

C E R T I F I C A T E

O F

INDIANAPOLIS WATER COMPANY

On Authorization of Increase of Capital Stock
and Creation and Issuance of Preferred Stock.

INDIANAPOLIS WATER COMPANY hereby certifies that increase of its Capital Stock and creation and issuance of Preferred Stock have been authorized by the Company as follows:

That at a special meeting of the stockholders of the Company, duly called and held on the 22d day of June, 1920, by a vote of all of its Common Stock, the Capital Stock of the Company of the present authorized par value of \$5,000,000. of Common Stock, all of which has been issued, and is now outstanding, was increased to a total authorized Capital Stock of \$7,000,000. par value, by authorizing the creation and issuance of \$2,000,000. of par value of Preferred Stock, to consist of 20,000 shares of the par value of \$100. each.

That at said special meeting of the stockholders, a resolution was passed and adopted by the affirmative vote of all of the Common Stock, authorizing the creation and issuance of such Preferred Stock and the terms and conditions upon which same shall be disposed of and issued, said resolution being as follows:

RESOLVED, that the Capital Stock of Indianapolis Water Company of the present total authorized par value of \$5,000,000. of Common Stock, all of which has been issued and is now outstanding, be increased to a total authorized par value of \$7,000,000., by creating and issuing \$2,000,000. par value of Preferred Stock to consist of 20,000 shares of the par value of \$100. each, which said Preferred Stock shall be entitled to priorities and preferences and issued on terms and conditions following: The holders of the Preferred Stock shall be entitled to receive cumulative dividends from and after the date of issue thereof at the rate of Seven Per Cent (7%) per annum and no more, payable quarterly on the first day of January, April, July and October of each year. No dividends shall be declared or paid at any time upon any shares of the Common Stock of the Corporation, unless and until all dividends upon the Preferred Stock then accumulated and accrued have been declared and have been paid in full, or a sum sufficient for payment thereof shall have been set aside for that purpose from the Corporation's surplus or net profits. The Corporation may on July 1, 1921, and on any quarterly dividend date thereafter, at its option, call and redeem all of the outstanding Preferred Stock at the rate of One Hundred and three per cent (103%) of the par value thereof.

together with all accumulated or accrued and unpaid dividends to the date fixed for such redemption, having first given twenty (20) days' notice of such call and redemption by mail to each holder of record, at his post office address appearing upon the books of the Corporation. Upon the day fixed for such redemption, payment shall be made to the holders of record, at the office of the Corporation, in the City of Indianapolis, upon presentation and surrender of their stock certificates, duly endorsed for transfer. In any application which shall be made of the funds and assets of the Corporation, or any part thereof, to the redemption or repayment of its shares of capital stock (other than by call as aforesaid), or in distribution on account thereof, whether voluntary or involuntary, the holders of the Preferred Stock shall be entitled to be paid in full from the assets of the Corporation the par value of their shares and all accumulated or accrued and unpaid dividends thereon before any payment shall be made to the holders of the Common Stock, and thereafter, but not otherwise, the remaining assets of the Corporation shall be distributed pro rata among the holders of the then outstanding Common Stock. The holders of the Preferred Stock shall have no voting power, the entire voting power being vested in the holders of the Common Stock. The holders of Preferred Stock waive all right to subscribe to any subsequent issues of stock, preferred or common, now or hereafter authorized. One Million Dollars (\$1,000,000.) par value of said Preferred Stock shall be registered and delivered by the Registrar to the Corporation and issued by it from time to time for cash, in accordance with the laws of the State of Indiana, to provide funds to pay for additions to and extensions of, or improvements upon its water works, plants, systems and canal, made or acquired from and after November 1, 1918, including the erection of buildings, the purchase of real estate, machinery, pipes, hydrants and valves, construction of means and devices for the filtration of water and acquirement of property, and facilities for increasing and protecting the water supply, to an amount at par equal to the actual cost of such additions, extensions or improvements, but not exceeding their fair value, and the remaining One Million Dollars (\$1,000,000.) par value of said Preferred Stock shall be registered and delivered by the Registrar to the Corporation and issued by it from time to time for cash as aforesaid for said purposes, but only to an amount at par equal to 80% of the actual cost and fair value of such additions, extensions or improvements. Before registering and delivering Preferred Stock there shall be delivered to the Registrar a certified copy of a resolution of the Board of Directors, signed by the President, or a Vice President and Secretary, or Assistant Secretary of the Corporation, authorizing and requesting the registration and delivery of Preferred Stock in par amounts to be named in said resolution, and a detailed statement of the Treasurer of the Corporation attached to such resolution, showing such expenditures and the par amount of Preferred Stock requested thereunder. And there shall also be furnished with such resolution and statement, a certificate signed by the President or Vice President and Secretary or Treasurer, indicating the kind or class of improvement, addition, extension or betterment made, or property acquired, and the date when such work was done or property acquired, and that the price paid therefor was not in excess of the fair value of the property acquired or work done, and that no part thereof has been reimbursed to the Corporation out of bonds secured by its First and Refunding Mortgage and Deed of Trust to Bankers Trust Company of New York, N. Y. and Albert Baker of Indianapolis, Indiana, as Trustees, dated January 1, 1910. Such re-

solution, statement and certificate shall be received by the Registrar as conclusive evidence of any and all facts pertaining to the rights of the Corporation to request the registration and delivery of Preferred Stock, and shall be full protection to the Registrar for any action on the faith thereof. Whenever any Preferred Stock is registered and delivered to the Corporation, it shall file with said Bankers Trust Company, Trustee, a duplicate of all papers filed with the Registrar. The Corporation covenants and agrees that it will not cause to be authenticated and delivered to it by the said Trustee under its said First and Refunding mortgage, dated January 1, 1910, any bonds in accordance with the provisions of Section 4 of Article 3 of said mortgage, for the purpose of reimbursing it for money expended in the additions, betterments or improvements constituting the basis for the issue of its said Preferred Stock; and further that it will cause to be retained in the hands of the said Trustee at all times hereafter, unauthenticated bonds equal in face value to the par value of its said Preferred Stock issued and outstanding, and which bonds might otherwise be issued for additions, betterments and improvements in accordance with the provisions of Section 4 of Article 3 of the said mortgage and the Corporation has entered into an agreement with the said Trustee that said bonds shall be so retained.

FURTHER RESOLVED; that the Board of Directors of the Company be and they are hereby authorized and directed to dispose of, issue and sell said Preferred Stock upon the following terms and conditions: 1 - All or any part of the Preferred Stock may be sold in accordance with the laws of the State of Indiana, at such price or prices as the Board of Directors may from time to time determine, and at such times, and upon such terms and conditions as shall be in accordance with the provisions of law relating thereto. 2 - That sale of said Preferred Stock may be made to such persons, firms or corporations as the Board of Directors may see fit, and the owner or holder of outstanding shares of Preferred or Common Stock shall have no right or privilege of subscribing thereto by virtue of ownership of Preferred or Common Stock.

FURTHER RESOLVED, that there shall be filed with the Secretary of State, of the State of Indiana, the certificate of this Company, in writing, signed by its President, and attested by its Secretary, duly acknowledged, certifying that the issuance of Preferred Stock has been authorized by the Company - the amount of such Preferred Stock, the number of shares into which it shall be divided, and the amount of each share.

IN WITNESS WHEREOF, INDIANAPOLIS WATER COMPANY has caused this certificate to be signed in its corporate name, by its President, and its corporate seal to be hereunto affixed, attested by its Secretary, this 22nd day of June, 1920.

Indianapolis Water Company

Attest

Paul C. Jordan Secretary
L. H. Geist President

STATE OF INDIANA)
COUNTY OF MARION) SS.

BE IT REMEMBERED, that on the 22nd day of June, 1920, before the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared C. H. Geist and Frank C. Jordan, President and Secretary respectively of Indianapolis Water Company, and acknowledged the execution of the foregoing certificate, on behalf of said Company, as the voluntary act and deed of said Company, being fully authorized so to do.

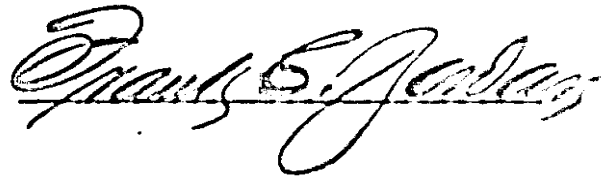
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year first above written.

MY COMMISSION EXPIRES
APRIL 9, 1922 *

Blanche M. Tullis
Notary Public

STATE OF INDIANA)
COUNTY OF MARION) SS.

C. H. GEIST and FRANK C. JORDAN, President and Secretary respectively of Indianapolis Water Company, a corporation organized under the laws of the State of Indiana, being duly sworn, depose and say that each and every fact and statement set forth in the foregoing certificate, signed by them is true in their own knowledge, and that the holders of all of the Common Stock of Indianapolis Water Company, issued and outstanding, being present in person or by proxy at the special meeting of the stockholders of said Company, held June 22, 1920, voted in favor of increasing the Capital Stock of Indianapolis Water Company from the total authorized par value of \$5,000,000. of Common Stock, all of which is issued and now outstanding, to a total authorized par value of \$7,000,000., by creating and issuing \$2,000,000. par value of Preferred Stock, to consist of 20,000 shares of par value of \$100. each, as set forth in the resolution contained in the foregoing certificate.



Sworn to and subscribed)
before me this 22nd day)
of June, A. D., 1920.)

* *Blanche M. Tullis*
Notary Public

NOTARY PUBLIC EXPIRES
APRIL 9, 1922

FILED

FILED
JUL 2, 1923
Ed Jackson
Secretary of State

JUL 2 1923

Ed Jackson
Secretary of State

C E R T I F I C A T E

of

INDIANAPOLIS WATER COMPANY

On Authorization of Decrease of Capital Stock
and Retirement and Redemption of Preferred Stock

INDIANAPOLIS WATER COMPANY hereby certified that decrease of its Capital Stock has been authorized by the Corporation as follows:

The Capital Stock of the Corporation of the present authorized par value of Seven Million Dollars (\$7,000,000) of which Five Million Dollars (\$5,000,000) par value is Common Stock all of which has been issued and is now outstanding, and Two Million Dollars (\$2,000,000) par value is Preferred Stock, One Million and Seventeen Thousand Dollars (\$1,017,000) of which has been issued and is outstanding, was decreased to a total authorized Capital Stock of Five Million Dollars (\$5,000,000) par value by authorizing the retirement and redemption of the issued and outstanding Preferred Stock in the amount of One Million and Seventeen Thousand Dollars (\$1,017,000) par value and the cancellation of the unissued Preferred Stock in the amount of Nine Hundred and Eighty-Three Thousand Dollars (\$983,000) par value.

That at a special meeting of the stockholder, the following resolutions were passed and adopted by the affirmative vote of all of the Common Stock (being the only stock having voting power) authorizing the retirement and redemption of said Preferred Stock and the reduction of the Capital Stock from Seven Million Dollars (\$7,000,000) par value to Five Million Dollars (\$5,000,000) par value:

RESOLVED, That the Capital Stock of Indianapolis Water Company, of the present total authorized par value of Seven Million Dollars (\$7,000,000) consisting of Five Million Dollars (\$5,000,000) par value of Common Stock, and Two Million Dollars (\$2,000,000) par value of Preferred Stock, be decreased to a total authorized par value of Five Million Dollars (\$5,000,000) all of which shall be Common Stock, by retiring and redeeming all of the issued and outstanding Preferred Stock in the amount of One Million and Seventeen Thousand Dollars (\$1,017,000) par value and cancelling the unissued Preferred Stock in the amount of Nine Hundred and Eighty-Three Thousand Dollars (\$983,000) par value.

RESOLVED, FURTHER, That there shall be filed with the Secretary of State of the State of Indiana, the certificate of this corporation, in writing, signed by its President and attested by its Secretary, duly acknowledged certifying that the decrease of Capital Stock has been authorized by the corporation and that the issued and outstanding Preferred Stock has been called for redemption, and funds provided for said purpose, and that the unissued Preferred Stock has been cancelled.

It is further certified that in accordance with the foregoing resolutions all of the issued and outstanding Preferred Stock of the Corporation was called for redemption July 1, 1923, and notice thereof given to the holders of said Preferred Stock and funds for said purpose were provided, and in accordance with the terms of said Preferred Stock all dividends on same carried on

July 1, 1923, and that the unissued Preferred Stock has been cancelled.

IN WITNESS WHEREOF, Indianapolis Water Company has caused this certificate to be signed in its corporate name by its President, and its corporate seal to be hereunto affixed attested by its Secretary, this *second* day of *July* 1923.

INDIANAPOLIS WATER COMPANY

By *C. H. Geist*
President

Attest *Frank C. Jordan*
Secretary

STATE OF INDIANA }
COUNTY OF MARION } SS

BE IT REMEMBERED, that on the *second* day of *July* 1923, before the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared C. H. Geist and Frank C. Jordan, President and Secretary respectively of Indianapolis Water Company, and acknowledged the execution of the foregoing certificate, on behalf of said Company, as the voluntary act and deed of said Company, being fully authorized so to do.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year first above written.

MY COMMISSION EXPIRES
APRIL 11, 1926

Blanche M. Tullis
Notary Public

STATE OF INDIANA }
COUNTY OF MARION } SS

C. H. GEIST and FRANK C. JORDAN, President and Secretary respectively of Indianapolis Water Company, a corporation organized under the laws of the State of Indiana, being duly sworn depose and say that each and every fact and statement set forth in the foregoing certificate, signed by them is true in their own knowledge, and that the holders of all of the Common Stock of Indianapolis Water Company, issued and outstanding, being present in person or by proxy at the special meeting of the stockholders of said company, held May 14, 1923, voted in favor of decreasing the Capital Stock of Indianapolis Water Company from the total authorized par value of Seven Million Dollars (\$7,000,000) to a total authorized par value of Five Million Dollars (\$5,000,000), by redeeming and cancelling Two Million Dollars (\$2,000,000) par value of Preferred Stock, as set forth in the resolutions contained in the foregoing certificate.

Sworn to and subscribed }
before me this *2nd* }
day of *July* 1923. }

Blanche M. Tullis
Notary Public

MY COMMISSION EXPIRES
APRIL 11, 1926

C. H. Geist
Frank C. Jordan

FILED

JAN 23 1925

FILED
JAN 23, 1925
F. E. Schortemeier
Secretary of State

C E R T I F I C A T E
of
INDIANAPOLIS WATER COMPANY

On Authorization of Increase of Capital Stock
and Creation and Issuance of Preferred Stock

INDIANAPOLIS WATER COMPANY hereby certified that increase of its Capital Stock and creation and issuance of Preferred Stock have been authorized by the Company as follows:

The Capital Stock of the Company of the present authorized par value of \$5,000,000 of Common Stock, all of which has been issued, and is now outstanding, was increased to a total authorized Capital Stock of \$15,000,000 par value, by authorizing the creation and issuance of \$10,000,000 of par value of Preferred Stock, to consist of 100,000 shares of the par value of \$100 each.

That, on January 19, 1925, at the annual meeting of the stockholders, (adjourned from October 7, 1924 to November 19, 1924 and from said date to January 19, 1925,) a resolution was passed and adopted by the affirmative vote of all of the Common Stock, authorizing the creation and issuance of such Preferred Stock and the terms and conditions upon which same shall be disposed of and issued, said resolution being as follows:

RESOLVED, that the Capital Stock of Indianapolis Water Company of the present total authorized par value of \$5,000,000 of Common Stock, all of which has been issued and is now outstanding, be increased to a total authorized par value of \$15,000,000 by creating and issuing \$10,000,000 par value of Preferred Stock to consist of 100,000 shares of the par value of \$100 each, which said Preferred Stock shall be entitled to priorities and preferences and issued on terms and conditions following: The holders of the Preferred Stock shall be entitled to receive cumulative dividends from and after the date of issue thereof at the rate of six per cent. (6%) per annum and no more, payable quarterly on the first day of January, April, July, and October of each year. No dividends shall be declared or paid at any time upon any shares of the Common Stock of the Corporation, unless and until all dividends upon the Preferred Stock then accumulated and accrued have been declared and have been paid in full, or a sum sufficient for payment thereof shall have been set aside for that purpose from the Corporation's surplus or net profits. The Corporation may, on any quarterly dividend date, at its option, call and redeem all of the outstanding Preferred Stock at the rate of One Hundred and Three per cent. (103%) of the par value thereof, together with all accumulated or accrued and unpaid dividends to the date fixed for such redemption, having first given twenty (20) days' notice of such call and redemption by mail to each holder of record, at his postoffice address appearing upon the books of the Corporation. Upon the day fixed for such redemption payment shall be made to the holders of record, at the office of the Corporation, in the City of Indianapolis, upon presentation and surrender of their stock certificates, duly endorsed for transfer. In any application which shall be made of the funds and assets of the Corporation, or any part thereof, to the redemption or repayment of its shares of capital stock (other than by call as aforesaid), or in distribution on account thereof, whether voluntary or involuntary, the holders of the Preferred Stock shall be entitled to be paid in full from the assets of the Corporation the par value of their shares and all accumulated or accrued and unpaid divi-

dends thereon before any payment shall be made to the holders of the Common Stock, and thereafter, but not otherwise, the remaining assets of the Corporation shall be distributed pro rata among the holders of the then outstanding Common Stock. The holders of the Preferred Stock shall have no voting power, the entire voting power being vested in the holders of the Common Stock. The holders of Preferred Stock waive all right to subscribe to any subsequent issues of stock, Preferred or Common, now or hereafter authorized. None of said Preferred Stock shall be issued or sold except with the approval of the Public Service Commission of the State of Indiana or other governmental authority having power to regulate issues of securities, and only to reimburse the Company for the actual cost of additions, betterments, and improvements to its property and the purchase of additional property. The Pennsylvania Company for Insurances on Lives and Granting Annuities, of the City of Philadelphia, State of Pennsylvania, shall be Registrar of said Preferred Stock and said Registrar shall not register or countersign any certificates for said Preferred Stock until there has been first filed with it (a) Certified copy of the approval of the issue of said stock by the Public Service Commission of the State of Indiana or other governmental authority having power to regulate issues of securities; (b) Certificate signed by the President or Vice President and Secretary or Assistant Secretary of the Company and duly verified by the officers signing the same setting forth, in detail, the additions, betterments, and improvements to the property of the Company and the purchase of additional property and the actual cost thereof, and that the par value of the stock to be issued and sold is not in excess of the actual cost of said additions, betterments and improvements to the property of the Company and the purchase of additional property. The filing of said certificates with the Registrar shall be full power and authority to it and it shall incur no liability for countersigning and registering said stock upon delivery to it of said certificates.

FURTHER RESOLVED, that the Board of Directors of the Company be and they are hereby authorized and directed to dispose of, issue and sell said Preferred Stock upon the following terms and conditions; (1) All or any part of the Preferred Stock may be sold in accordance with the laws of the State of Indiana and the provisions of this certificate, at such price or prices as the Board of Directors may from time to time determine, and at such times, and upon such terms and conditions as shall be in accordance with the provisions of law relating thereto; (2) That sale of said Preferred Stock may be made to such persons, firms, or corporations as the Board of Directors may see fit, and the owner or holder of outstanding shares of Preferred or Common Stock shall have no right or privilege of subscribing thereto by virtue of ownership of Preferred or Common Stock.

FURTHER RESOLVED, that there shall be filed with the Secretary of State, of the State of Indiana, the certificate of this Company, in writing, signed by its President or Vice President, and attested by its Secretary, or Assistant Secretary, duly acknowledged, certifying that the issuance of Preferred Stock

has been authorized by the Company - the amount of such Preferred Stock, the number of shares into which it shall be divided, and the amount of each share.

IN WITNESS WHEREOF, INDIANAPOLIS WATER COMPANY has caused this certificate to be signed in its corporate name, by its Vice President, and its corporate seal to be hereunto affixed, attested by its Secretary, this 19th day of January, 1925.

INDIANAPOLIS WATER COMPANY

By: [Signature]
Vice President

Attest: [Signature]
Secretary

STATE OF INDIANA }
COUNTY OF MARION } SS

BE IT REMEMBERED, that on the 19th day of January, 1925, before the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared H. S. SCHUTT and FRANK C. JORDAN, Vice President and Secretary respectively of Indianapolis Water Company, and acknowledged the execution of the foregoing certificate, on behalf of said Company, as the voluntary act and deed of said Company, being fully authorized so to do.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year first above written. My commission expires April 11, 1926.

[Signature]

Notary Public

STATE OF INDIANA }
COUNTY OF MARION } SS

H. S. SCHUTT and FRANK C. JORDAN, Vice President and Secretary respectively of Indianapolis Water Company, a corporation organized under the laws of the State of Indiana, being duly sworn, depose and say that each and every fact and statement set forth in the foregoing certificate, signed by them is true in their own knowledge, and that the holders of all of the Common Stock of Indianapolis Water Company, issued and outstanding, being present in person or by proxy at the annual meeting of the stockholders of said Company, held January 19, 1925, voted in favor of increasing the Capital Stock of Indianapolis Water Company from the total authorized par value of \$5,000,000 of Common Stock, all of which is issued and now outstanding, to a total authorized par value of \$15,000,000, by creating and issuing \$10,000,000 par value of Preferred Stock, to consist of 100,000 shares of par value of \$100 each, as set forth in the resolution contained in the foregoing certificate.

Sworn to and subscribed before me this 19th day of January, A.D. 1925. My commission expires April 11, 1926.

[Signature]
Notary Public.

[Signature]
[Signature]

FILED

JAN 23 1925

JAN 23, 1925
F. E. Schortemeier
Secretary of State

F. E. Schortemeier
Secretary of State

C E R T I F I C A T E
of
INDIANAPOLIS WATER COMPANY

On Authorization of Change of All Outstanding
Common Stock from Shares Having a Par Value
Into Stock Having No Par Value

INDIANAPOLIS WATER COMPANY, a Corporation of the State of Indiana, does hereby certify that it has changed its Common Stock, consisting of 100,000 shares with par value of Fifty Dollars (\$50) each, all of which is outstanding, into 500,000 shares without nominal or par value, and has amended its Articles of Incorporation accordingly, said change and amendment having been declared to be advisable by resolution of the Board of Directors of said Corporation at a meeting held September 2, 1924, and having been duly and regularly assented to by the vote of all its outstanding Common Stock at the annual meeting of the stockholders, held January 19, 1925, (adjourned from October 7, 1924 to November 19, 1924 and from said date to January 19, 1925) of which meeting thirty (30) days' written notice was given to all of the stockholders.

R E S O L U T I O N S O F D I R E C T O R S

RESOLVED, that the Board of Directors of Indianapolis Water Company, a Corporation of the State of Indiana, deems it advisable and hereby declares it to be advisable:

THAT the Common Stock of said Corporation, consisting of 100,000 shares of the par value of Fifty Dollars (\$50) each, be changed into stock without nominal or par value, consisting of 500,000 shares;

THAT such change of stock with par value into stock without par value be effected by changing each share of stock with par value now outstanding, consisting of 100,000 shares, into five shares of stock without nominal or par value, consisting of 500,000 shares;

THAT Article Fourth of the Articles of Incorporation of the Corporation be amended, changed, and altered to read as follows:

"That the amount of the Capital Stock of said Corporation shall be 500,000 shares without nominal or par value."

P R O C E E D I N G S O F S T O C K H O L D E R S

INDIANAPOLIS WATER COMPANY hereby certifies that at the annual meeting of stockholders, duly called and held January 19, 1925, (adjourned from October 7, 1924 to November 19, 1924 and from said date to January 19, 1925) at the office of the Corporation, 113 Monument Circle, Indianapolis, Indiana, the following proceedings were had:

Resolutions were duly moved and seconded in the following form:

RESOLVED, that the Common Stock of this Corporation, consisting of 100,000 shares of the par value of Fifty Dollars (\$50) each, be changed into stock without nominal or par value, consisting of 500,000 shares;

RESOLVED, that such change of stock with par value into stock without par value be effected by changing each share of the stock with par value now outstanding, consisting of 100,000 shares, into five shares of stock without nominal or par value, consisting of 500,000 shares:

RESOLVED, that Article Fourth of the Articles of Incorporation of the Corporation, be amended to read as follows:

"That the amount of the Capital Stock of said Corporation shall be 500,000 shares without nominal or par value."

A vote was had on the foregoing resolutions and there were voted in favor thereof 100,000 shares of Common Stock, being all of the issued and outstanding stock of the Corporation.

On motion, duly made and seconded, the following resolution was passed and adopted by the vote of all of the stock of the Corporation:

RESOLVED, that the proper officers of this Corporation be and they are hereby authorized and directed within thirty (30) days' from the date hereof to file a certified copy of the proceedings of the stockholders at this meeting in the Office of the Secretary of State of the State of Indiana, and in the Office of the Recorder of Marion County, Indiana.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its Vice President and Secretary and its corporate seal to be hereto affixed the 19th day of January, A.D. 1925.

INDIANAPOLIS WATER COMPANY

By: [Signature]
Vice President

Attest: [Signature]
Secretary

STATE OF INDIANA }
COUNTY OF MARION } SS

BE IT REMEMBERED, that on the 19th day of January, 1925, before the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared H. S. SCHUTT and MARK C. JORDAN, Vice President and Secretary respectively of Indianapolis Water Company, and acknowledged the execution of the foregoing certificate; on behalf of said Corporation, as the voluntary act and deed of said Corporation, being fully authorized so to do.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year first above written. My commission expires April 11, 1926.

[Signature]
Notary Public

STATE OF INDIANA }
COUNTY OF MARION } SS

H. S. SCHUTT and FRANK C. JORDAN, Vice President and Secretary respectively of Indianapolis Water Company, a Corporation organized under the laws of the State of Indiana, being duly sworn, depose and say that each and every fact and statement set forth in the foregoing certificate, signed by them is true in their own knowledge, and that the holders of all of the Common Stock of Indianapolis Water Company, issued and outstanding, being present in person or by proxy at the annual meeting of the stockholders of said Corporation, held January 19, 1925, (adjourned from October 7, 1924 to November 19, 1924 and from said date to January 19, 1925) voted in favor of changing the Common Stock of Indianapolis Water Company, consisting of 100,000 shares of the par value of Fifty Dollars (\$50) each, into 500,000 shares of no par value, and to amend Article Fourth of the Articles of Incorporation of the Corporation accordingly, as set forth in the foregoing certificate.

Sworn to and subscribed }
before me this 19th day }
of January, A.D. 1925. }
My commission expires }
April 11, 1926. }

Blanche M. Tuellie
Notary Public.

H. S. Schutt
Frank C. Jordan

C E R T I F I C A T E

of

INDIANAPOLIS WATER COMPANY

FILED
APR 11, 1928
F. E. Schortemeier
Secretary of State

Authorization of Change in Terms, Conditions and Provisions of Ninety-Four Thousand One Hundred Ninety-Four (94,194) Authorized but Unissued Shares of the Par Value of \$100 per Share of Indianapolis Water Company Cumulative Preferred Stock, the Creation and Issuance of which Shares has been heretofore authorized in accordance with Certificate dated January 19th, 1925, and Filed with the Secretary of State of the State of Indiana, under date of January 23rd, 1925.

INDIANAPOLIS WATER COMPANY hereby certifies

that the terms, conditions and provisions of Ninety-Four Thousand, One Hundred Ninety-Four (94,194) shares, of the par value of One Hundred Dollars (\$100.) per share, of its Cumulative Preferred Stock, which Ninety-Four Thousand, One Hundred Ninety-Four (94,194) shares have never been issued but were heretofore authorized in accordance with a certificate of Indianapolis Water Company, dated January 19th, 1925, and filed with the Secretary of State of the State of Indiana under date of January 23rd, 1925, have been changed as hereinafter set forth, viz:

That at a special meeting of the stockholders of the corporation, held April 10th, 1928, notice whereof was duly waived by the holders of all of the outstanding Common Stock of the corporation, the following principles and resolutions were passed and adopted by the affirmative vote of all of the holders of Common Stock (being the only stock having voting power) authorizing changes in the terms, conditions and provisions of said Ninety-Four Thousand, One Hundred Ninety-Four (94,194) authorized but unissued shares, of the par value of One Hundred Dollars (\$100.) each, of the corporation's Preferred Stock, viz:

WHEREAS, at the annual meeting of the Stockholders of Indianapolis Water Company, held January 19, 1925 (adjourned from October 7, 1924 to November 19, 1924, and from said date to January 19, 1925), a resolution was duly passed and adopted by the affirmative vote of all of the corporation's Common Stockholders, creating and authorizing the issuance of Ten Million Dollars (\$10,000,000.) per value of the corporation's cumulative preferred stock, and thereafter a certificate, signed and acknowledged by the proper officers of the corporation, and certifying to the creation and authorization of the issuance of said Ten Million Dollars (\$10,000,000.) per value of cumulative preferred stock, and to such passage and adoption of said resolutions at said meeting, was filed with and received by the Secretary of State of the State of Indiana, on the 23rd day of January 1925, and thereupon, upon the payment to said Secretary of State of the State of Indiana of the fees required by law in that behalf, said Secretary of State issued to Indianapolis Water Company his certificate showing the creation and authorization of the issuance of said Ten Million Dollars (\$10,000,000.) per value of cumulative preferred stock; and

WHEREAS, since the creation and authorization of the issuance of said Ten Million Dollars (\$10,000,000.) per value of preferred stock the Indianapolis Water Company has issued and sold, pursuant to proper corporate action in that behalf

and to the approval of such sale by the Public Service Commission of the State of Indiana, Five thousand, eight hundred and six (5,806) shares, of the par value of One Hundred Dollars (\$100.) each, of said cumulative preferred stock, which shares are now outstanding, and which shares the corporation has made arrangements to, and will, call and redeem, pursuant to the provisions thereof, on July 1, 1928; and

WHEREAS, the remaining Ninety-four thousand, one hundred ninety-four (94,194) shares, of the par value of One Hundred Dollars (\$100.) each, of said Ten Million Dollars (\$10,000,000.) of cumulative preferred stock so created and authorized to be issued, as aforesaid, have never been issued by the corporation, and the corporation desires, for its proper corporate purposes, to make certain changes, hereinafter set forth, in the terms, conditions and provisions of said Ninety-four thousand, one hundred ninety-four (94,194) shares of said cumulative preferred stock;

NOW, THEREFORE, BE IT RESOLVED, that the terms, conditions and provisions of said ninety-four thousand, one hundred ninety-four (94,194) shares of this corporation's cumulative preferred stock, as set forth in said certificate filed with the Secretary of State as aforesaid on January 23rd, 1925, be and the same hereby are in all respects superseded and changed to read as follows, viz:

Said Ninety-four thousand, one hundred and ninety-four (94,194) shares of said cumulative preferred stock shall be entitled to the priorities and preferences hereinafter set forth and shall be issued from time to time as may be determined by the Board of Directors upon the following terms and conditions:

The holders of said Ninety-four thousand, one hundred and ninety-four (94,194) shares of preferred stock (hereinafter referred to as "Preferred Stock" without reference to said number of shares thereof) shall be entitled to receive cumulative preferred dividends from and after the date of issue thereof, payable quarterly on the first days of January, April, July and October of each year. Said preferred stock shall be issuable in series, each series to have a distinctive designation, and to be entitled to cumulative preferred dividends at such rate, not to exceed six per cent. (6%) per annum, as may be determined by resolution of the Board of Directors of the corporation with regard to each such series, upon the original issue of shares forming a part thereof. Additional shares of said Preferred Stock may be issued hereafter as a part of any pre-existing series or as a part of a new series. Said Preferred Stock of whatsoever series shall not receive any dividend other than the cumulative preferred dividend to which each such

notice shall be given to the holder of the
securities and to the trustee of the trust
and the following shall be the order of
priority of payment of the principal of
the securities and of the interest thereon
to be paid:

1. First, the interest on the securities
of the highest priority shall be paid to the
holders of such securities until the interest
on the Preferred Stock of the same issue has
been paid, the amount of such interest to be
claimed and have been paid in full, or until the
entire principal of such securities has been paid
if that principal has been paid in full or
has been paid.

All other securities of the same issue
shall be paid to the holders of such securities
until the principal of such securities has been
paid in full or until the interest on such
securities has been paid in full, or until the
entire principal of such securities has been paid
if that principal has been paid in full or
has been paid. Notwithstanding the above,
the interest on the securities of the same issue
shall be paid to the holders of such securities
until the principal of such securities has been
paid in full or until the interest on such
securities has been paid in full, or until the
entire principal of such securities has been paid
if that principal has been paid in full or
has been paid.

appearing upon the books of the corporation, but any failure on the part of any holder of such stock to receive such notice shall not render any such redemption invalid or ineffectual. Upon the date fixed for such redemption, payment shall be made to the holders of record at the office of the corporation in the city of Indianapolis and/or in such other place as may be determined by the Board of Directors and specified in such notice, upon presentation and surrender of their stock certificates, duly endorsed for transfer.

In any application which shall be made of the funds and assets of the corporation or any part thereof to the repayment of its shares of Capital stock (other than by redemption as aforesaid) or in any distribution on account thereof whether voluntary or involuntary, holders of any Preferred stock shall be entitled to be paid in full from the assets of the corporation the par value of their shares and all accumulations accrued and unpaid dividends thereon before any payment shall be made to the holders of the Common Stock, and thereafter, but not otherwise, the remaining assets of the corporation shall be distributed pro rata among the holders of the then outstanding Common stock.

The holders of said Preferred Stock of either or of both series shall have a voting power in and about it be necessary to secure any action or consent by them to mortgage or convey any of the property of the Company, the entire voting power being vested in the holders of the Common Stock. The holders of said Preferred Stock by the acceptance thereof waive all rights to participate in any subsequent issue of stock of the Corporation, whether Preferred or Common, and in dividends of whatsoever series, now or hereafter. All holders also agree that the Preferred Stock of the Corporation may at any time or times be increased, upon compliance with the laws of the State of Indiana, to the number of two hundred (200,000) shares or a par value of Twenty Million Dollars (\$20,000,000), and that the shares representing any such increase shall be issued in the series and shall be entitled to the same preferences and priorities as said ninety-four thousand, one hundred ninety-four (94,194) shares except as determined by the Board of Directors with respect to the payment of dividends and the redemption price thereof, and shall be issuable from time to time as the Board of Directors may determine upon the terms and conditions as hereinbefore set forth, without obtaining the consent, approval or other action of the holders of any share of Preferred Stock of the Corporation, and any then be outstanding. None of the provisions of any of whatsoever series shall be deemed to conflict with the approval of the Public Service Commission.

of the State of Indiana or other governmental authority having power to regulate the issue of securities by the corporation. The Pennsylvania Company for Insurances on Lives and Granting Annuities, of the City of Philadelphia, State of Pennsylvania, shall be Registrar of said Preferred Stock of any and all series, and said Registrar shall not register or countersign any certificates for said Preferred Stock until there has been first filed with it a Certified copy of the approval of the issue of said stock by the Public Service Commission of the State of Indiana or other governmental authority, if any, having power to regulate the issue of such stock by the corporation.

FURTHER RESOLVED that the Board of Directors of the corporation be and they are hereby authorized and empowered to fix the dividend rate with regard to each such series of said Preferred Stock, at not to exceed in any case the rate of six per cent. (6%) per annum, and to fix the redemption price of each such series of said Preferred Stock at not to exceed One Hundred and ten Per Cent. (110%) of the par value of each share thereof, together with all accumulated or accrued and unpaid dividends thereon to the date of redemption thereof.

FURTHER RESOLVED that the Board of Directors of the corporation be and they are hereby authorized and empowered to dispose of, issue and sell said Preferred Stock of whatsoever series, upon the following terms and conditions, viz.: (1) All or any part of said Preferred Stock of whatsoever series may be disposed of, issued and sold in accordance with and in such amounts as may be permitted by the Laws of the State of Indiana and the provisions of

the foregoing Resolutions, and at such price or prices and at such time or times and upon such terms and conditions as the Board of Directors of the corporation shall determine; (2) Said Preferred Stock may be disposed of, issued and sold to such persons, firms or corporations as the Board of Directors may determine, without any right on the part of the owners or holders of other stock of the corporation of any class or kind whatsoever to subscribe thereto by reason of their ownership of such other stock.

FURTHER RESOLVED, that there shall be filed with the Secretary of the State of Indiana the Certificate of this corporation, in writing, signed by its President or Vice President and attested to by its Secretary or Assistant Secretary, duly acknowledged, certifying to the changes in the terms, conditions and provisions of said Ninety-four thousand, one hundred ninety-four (94,194) shares of said preferred stock as set forth in the foregoing resolutions.

IN WITNESS WHEREOF, Indianapolis Water Company has caused this Certificate to be signed in its corporate name by its Vice President and its corporate seal to be hereunto affixed attested by its Secretary this tenth day of April, 1928.

ATTEST:

Frank E. Jordan
Secretary.

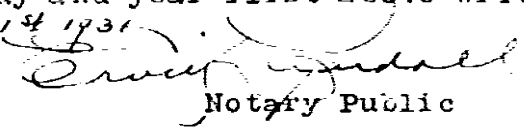
INDIANAPOLIS WATER COMPANY,

W. H. H. H.
Vice President.

STATE OF PENNSYLVANIA }
COUNTY OF PHILADELPHIA } SS

BE IT REMEMBERED, that on the 10th day of April, 1928, before the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared H.S.SCHUTT, Vice President of Indianapolis Water Company, and acknowledged the execution of the foregoing certificate, on behalf of said Company, as the voluntary act and deed of said Company, being fully authorized so to do.

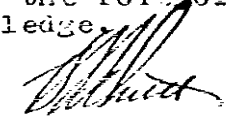
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year first above written. My commission expires *April 1st 1931*


Notary Public

STATE OF PENNSYLVANIA }
COUNTY OF PHILADELPHIA } SS

H. S. SCHUTT, Vice President of Indianapolis Water Company, a corporation organized under the laws of the State of Indiana, being duly sworn deposes and says that each and every fact and statement set forth in the foregoing certificate, signed by him is true to his own knowledge.

Sworn to and subscribed before me this 10th day of April, A.D.1928. My commission expires


Notary Public

April 1, 1931


STATE OF INDIANA }
COUNTY OF MARION } SS

BE IT REMEMBERED, that on the 11th day of April, 1928, before the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared FRANK C. JORDAN, Secretary of Indianapolis Water Company, and acknowledged the execution of the foregoing certificate, on behalf of said Company, as the voluntary act and deed of said Company, being fully authorized so to do.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year first above written. My commission expires *Nov. 4, 1930.*

Marrick Wallace
Notary Public

STATE OF INDIANA }
COUNTY OF MARION } SS

FRANK C. JORDAN, Secretary of Indianapolis Water Company, a corporation organized under the laws of the State of Indiana, being duly sworn deposes and says that each and every fact and statement set forth in the foregoing certificate signed by him is true to his own knowledge.

Sworn to and subscribed before me this 11th day of April, A.D. 1928. My commission expires

Nov. 4, 1930
Frank C. Jordan
Marrick Wallace
Notary Public



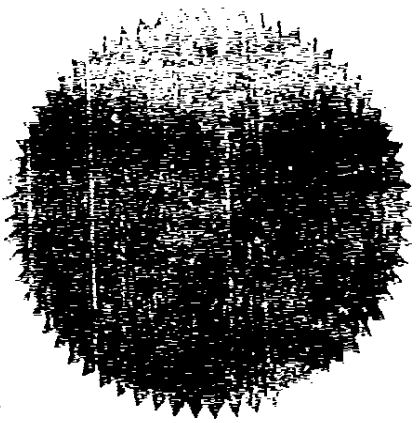
Call through the Herald Staff Room, Circulating

I, F. E. Schortemeier, Secretary of State of the State of Indiana, do hereby certify that

INDIANAPOLIS GARDNER COMPANY

a corporation duly authorized and existing under the laws of the State of Indiana, has this day filed in the office of the Secretary of State a certificate showing changes in the preferred stock preferences of its unissued preferred stock.

and I further certify that said certificate is now of record and on file in this office.



In Witness Whereof: I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis this 11th day of April A.D. 1908

F. E. Schortemeier Secretary of State

By _____ Deputy: